Application Number

PTO/SB/82 (05-03)
Approved for use through 11/30/2005. OMB 0851-0035
U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE
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10/026,420

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Address	P.O. Box 5257					-		
City	New York						1	
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Attorney Docket No. 4172/0K523US0

PTO/SB/98 (04-03)
Approved for use through 04/30/2003, DMB 0651-0031
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Applicant/Petent Owner: 10/026,420 Application No./Petent No.: 10/026,420	Filed/Issue Date: December 18, 2001						
Entitled PLURIPOTENT STEW CELEG SETTLE							
Acceptys, Inc.	Corporation (Type of Assignee, c.g., corporation, pertnership, university, government agency, et c.)						
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states that it is: 1. the assignee of the entire right, title, and into							
2. In an assignee of less than the entire right, title and interest. The extent (by percentage) of its ownership interest is% in the patent application/patent identified above by virtue of either.							
A. [] An assignment from the inventor(s) of the p in the United States Patent and Trademark (sttached.	patent application/patent identified above. The assignment was recorded Office at Reel, Frame, or for which a copy thereof is						
OR							
B. I A chain of title from the inventor(s), of the p	patent application/patent identified above, to the current assignee as shown						
Mike LEVANDUSKI							
The document was recorded in the	0257 or for which a copy thereof is attached.						
2. From: Stema, LLC	To: Acceptys, Inc. United States Patent and Trademark Office at or for which a copy thereof is attached.						
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[] Additional documents in the chain of title are listed on a supplemental sheet.							
Copies of assignments or other documents in the chain of title are attached. [NOTE: A separate copy (<i>I.e.</i> , the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. <u>See MPEP 302.08</u>]							
The undersigned (whose title is supplied below)) is authorized to ect on behalf of the assignee. SRESORY E.DEVINE						
7/05/03 Date 2/2 - 785-7790	Typed or permitted name						
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This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to the (and by the USPTO to process) an application. Conflictnessly is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 12 minutes to complete, including gothering, propering, and submitting the completed application from to the USPTO. Time will vary depending upon the individual case, Any comments on the amount of time you require to complete this form and/or suggestions for educing this burden, should be sont to the Chief Information Officer, U.S. Palam Trademark Office, U.S. Department of Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

Ify ou need assistance in completing the form, call 1-800-PTO-9199 and select option 2.



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CERTIFICATE OF MERGER

MERGING

STEMA, LLC

INTO

ACCEPTYS, INC.

(PURSUANT TO SECTION 42:2B-20 OF THE NEW JERSEY LIMITED LIABILITY COMPANY ACT)

Acceptys, Inc., a Delaware corporation (the "Company"), and Stema, LLC, a New Jersey limited liability company ("Stema, LLC"), do hereby certify:

FIRST: That the name and jurisdiction of each of the entities which are to merge are Acceptys, Inc. a Delaware corporation, and Stema, LLC, a New Jersey limited liability company.

SECOND: That the merger agreement (the "Merger Agreement") was approved and executed by the Company's Board of Directors on June 1, 2002, by unanimous written consent, and by the members of Stema, LLC on June 1, 2002, by unanimous written consent.

THIRD: That the name of the corporation surviving the merger is Acceptys, Inc.

FOURTH: That the Merger Agreement is on file at the Company's principal executive office, located at Audobon Biomedical Science & Technology Park, 3960 Broadway, 6th Floor, New York, NY 10032 (the "Executive Office").

FIFTH: That a copy of the Merger Agreement shall be furnished by the Company, on request and without cost, to any member of Stema, LLC.

SIXTH: The Company hereby agrees that it may be served with process in the State of New Jersey in any action, suit or proceeding for the enforcement of any obligation of Stema, LLC, and that the State Treasurer of the State of New Jersey (the "State Treasurer") be irrevocably appointed as the Company's agent to accept service of process (the "Service of Process") in any such action, suit or proceeding. A copy of any Service of Process received by the State Treasurer shall be mailed by the State Treasurer to the Company's Executive Office.

[THIS SPACE HAS INTENTIONALLY BEEN LEFT BLANK]

IN WITNESS WHEREOF, said Acceptys, Inc. has caused this certificate to be signed by Daniel K. Devine, its President, this _____ day of June, 2002, and said Stema, LLC has caused this certificate to be signed by Daniel K. Devine, its President, this _____ day of June, 2002.

Daniel K. Devine, President

Daniel K. Devine, President

STATE OF DELAMATE
SECRETARY OF STATE
DIVISION OF COMPORATIONS
FILED 09:00 AN 07/23/2002
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MERGER AGREEMENT

This MERCER AGREEMENT is dated as of June 28, 2002 (this "Agreement") among ACCEPTYS, INC., a Delaware corporation ("Acceptys"), STEMA, LLC, a New Jersey limited liability company ("Stems"), and Daniel K. Devine, Ilya Trakts, Andrea Vidati, Michael Levanducki, Gregory Davine and Cynthia Gatzen, each a member of Stema (each a "Member") and collectively, the "Members").

WIINESSETH

WHERRAS, the board of directors of Acceptys and the Members have each determined that it is advisable and in the heat interests of Acceptys and Stema respectively for Stema to merge with and into Acceptys (the "Margar") upon the terms and subject to the conditions set forth berein;

WHERPAS, in furtherance of the Merger, the board of directors of Acceptys and the Members have each approved the Merger in accordance with the New Jersey Limited Liability Company Act ("NILLCA") and the General Corporations Law of the State of Delaware (the "DOCL") and upon the terms and subject to the conditions see forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby. Acceptys and Suma hereby agree as follows:

SECTION 1: Margar. In accordance with the DGCL and the NIILCA, at the Effective Time (as defined below), Stoma shall be merged with and into Acceptys. As a result of the Merger, the separate existence of Stoma shall coase and Acceptys shall continue as the surviving corporation of the Merger (the "Surviving Concession").

SECTION 2: <u>Effective Time</u>. The effective time of the Marger ("<u>Effective</u> <u>Time"</u>) shall be the date and time of the filing of this Agreement with the Secretary of State of the State of Delaware in accordance with the relevant provisions of the DGCL.

SECTION 3: Effect of the Marger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, an the property, rights, privileges, powers and franchises of Stema shall vest in Acceptys, and all debts, liabilities, obligations, restrictions, disabilities and duties of Stema shall become the debts, liabilities, obligations, restrictions, disabilities and duties of Acceptys.

SECTION 4: Confidents of Incorporation. The Continues of Incorporation of Accepts at the Effective Time will be the Continues of Incorporation of Accepts and will continue in full force and effect until changed, altered or smended in the manuse protocitied by the provisions of the laws of the State of Delaware.

SECTION 5: Bylane. The bylane of Acceptys at the Effective Time will be the bylane of Acceptys and will continue in full force and offect until changed, altered or amended as

therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

SECTION 6: Directors and Officers. The directors of Acceptys immediately prior to the Effective Time shall be the directors of Acceptys following the Morger, each to hold office in accordance with the Certificate of Incorporation and bylaws of Acceptys, and the officers of Acceptys immediately prior to the Effective Time shall be the officers of Acceptys following the Acceptys immediately prior to the Effective Time shall be the officers of Acceptys following the Merger, in each case until their respective successors are duty elected or appointed and qualified.

SECTION 7: Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Acceptys, Stome or the Members, pursuant to this Agreement, the NJLLCA and the DGCL, each common unit of Stome issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one handred (100) shares of common stock of Acceptys.

SECTION 8: Confidentiality and Invention Assignment Agreement. In partial consideration of the receipt of shares of common stock of Acceptys, the sufficiency of which is hereby acknowledged, each Member shall enter into and he legally bound by that certain Confidentiality and invention Assignment Agreement in substantially the form previously provided to each Member.

SECTION 9: Stockholders' Agreement. In partial consideration of the succipt of strangs of common stack of Acceptys, the sufficiency of which is beauty acknowledged, each Member shall enter into said be legally bound by dust certain Stockholders' Agreement in substantially the form previously provided to each Member.

SECTION 10: Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware applicable to contracts executed in and to be performed in that state and without regard to may applicable conflicts of law.

IN WITNESS WHEREOF, each of the parties hereto has executed or has caused this Agreement to be executed by their respective officers thereunto duly authorized as of the date first written above.

ACCEPTYS, INC.

By: A Daniel K. Davine
Name: Daniel K. Davine
Tyle: President

STEMA, LIC

/e/ Duniel K. Devine
Name: Duniel K. Duvine
Title: President

MEMBERS

Jaf Daniel K. Devine
Deniel K. Devine

(uf Rya Trakhs
Ilya Trakhs
Ilya Trakhs

/af Andrea Vidali

/af Michael Levenduski
Michael Levenduski
Michael Levenduski
/af Geogory Devine
Gregory Devine
/af Crediia Getzen

Cynthia Getzen

ACCEPTYS, INC. SECRETARY'S CERTIFICATE

Reference is made to that certain Margar Agreement (the "Agreement"), dated as of June 28, 2002, by and among Acceptys, Inc., a corporation organized under the laws of the Sum of Delaware (the "Company"), and Stome, LLC, a New Jersey limited liability company ("Stemm").

I. Oregory Devine do hereby certify that I am the Secretary of the Company, and that, as such, I am authorized to execute this certificate on behalf of the Company. I do hereby further certify that no shares of stock of the Company were issued prior to the adoption by the board of directors of the Company of the resolutions approving the Agreement, and that the Agreement has been duly adopted in accordance with Section 252 of the General Corporation Law of the State of Delaware.

(Remainder of Page Left Intentionally Stank)

IN WITNESS WHEREOF, I have hereumo signed my name as of June 28, 2007.

At Oregory Devine, Secretary

MERGER AGREEMENT

This MERGER AGREEMENT is dated as of June 28, 2002 (this "Agreement") among ACCEPTYS, INC., a Delaware corporation ("Acceptys"), STEMA, LLC, a New Jersey limited liability company ("Stema"), and Daniel K. Devine, Ilya Trakht, Andrea Vidali, Michael Levanduski, Gregory Devine and Cynthia Gatzen, each a member of Stema (each a "Member") and collectively, the "Members").

WITNESSETH:

WHEREAS, the board of directors of Acceptys and the Members have each determined that it is advisable and in the best interests of Acceptys and Stema respectively for Stema to merge with and into Acceptys (the "Merger") upon the terms and subject to the conditions set forth herein;

WHEREAS, in furtherance of the Merger, the board of directors of Acceptys and the Members have each approved the Merger in accordance with the New Jersey Limited Liability Company Act ("NJLLCA") and the General Corporations Law of the State of Delaware (the "DGCL") and upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, Acceptys and Stema hereby agree as follows:

SECTION 1: Merger. In accordance with the DGCL and the NJLLCA, at the Effective Time (as defined below), Stema shall be merged with and into Acceptys. As a result of the Merger, the separate existence of Stema shall cease and Acceptys shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

SECTION 2: <u>Effective Time</u>. The effective time of the Merger ("<u>Effective Time"</u>) shall be the date and time of the filing of this Agreement with the Secretary of State of the State of Delaware in accordance with the relevant provisions of the DGCL.

SECTION 3: Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Stema shall vest in Acceptys, and all debts, liabilities, obligations, restrictions, disabilities and duties of Stema shall become the debts, liabilities, obligations, restrictions, disabilities and duties of Acceptys.

SECTION 4: <u>Certificate of Incorporation</u>. The Certificate of Incorporation of Acceptys at the Effective Time will be the Certificate of Incorporation of Acceptys and will continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of the laws of the State of Delaware.

SECTION 5: <u>Bylaws</u>. The bylaws of Acceptys at the Effective Time will be the bylaws of Acceptys and will continue in full force and effect until changed, altered or amended as

therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

SECTION 6: <u>Directors and Officers</u>. The directors of Acceptys immediately prior to the Effective Time shall be the directors of Acceptys following the Merger, each to hold office in accordance with the Certificate of Incorporation and bylaws of Acceptys, and the officers of Acceptys immediately prior to the Effective Time shall be the officers of Acceptys following the Merger, in each case until their respective successors are duly elected or appointed and qualified.

SECTION 7: Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Acceptys, Stema or the Members, pursuant to this Agreement, the NJLLCA and the DGCL, each common unit of Stema issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one hundred (100) shares of common stock of Acceptys.

SECTION 8: <u>Confidentiality and Invention Assignment Agreement</u>. In partial consideration of the receipt of shares of common stock of Acceptys, the sufficiency of which is hereby acknowledged, each Member shall enter into and be legally bound by that certain Confidentiality and Invention Assignment Agreement in substantially the form previously provided to each Member.

SECTION 9: <u>Stockholders' Agreement</u>. In partial consideration of the receipt of shares of common stock of Acceptys, the sufficiency of which is hereby acknowledged, each Member shall enter into and be legally bound by that certain Stockholders' Agreement in substantially the form previously provided to each Member.

SECTION 10: Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware applicable to contracts executed in and to be performed in that state and without regard to any applicable conflicts of law.

IN WITNESS WHEREOF, each of the parties hereto has executed or has caused this Agreement to be executed by their respective officers thereunto duly authorized as of the date first written above.

ACCEPTYS, INC.

By:

Name: Daniel K. Devine

Title: President

STEMA, LLC

By:

Name: Daniel K. Devine

Title: President

MEMBERS

Michael Levanduski